



## DENTONIA RESOURCES LTD.

Suite #100 (3<sup>rd</sup> Floor) - 853 Richards Street, Vancouver, BC. V6B 3B4

Tel: (604) 682-1141 Fax: (604) 682-1144

Website: [www.dentonia.com](http://www.dentonia.com) Email: [dentonia@telus.net](mailto:dentonia@telus.net)



July 25, 2002

File #82-627

Securities & Exchange Commission  
Office of International Corporate Finance  
450 - 5<sup>th</sup> Street NW  
Washington, D.C.  
20549



SUPPL

Dear Sirs/Mesdames:

Re: Financial Statements for the Nine Months ended May 31, 2002

Enclosed is a copy of the above material for your records.

Please call our office if you have any questions.

Yours truly,

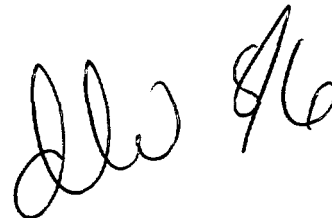
DENTONIA RESOURCES LTD.

  
Adolf A. Petancic  
President

Enclosure

cc: Attn: Corporate Files Manager  
Standard & Poors (4 copies)  
55 Water Street  
New York, NY  
10041-0001

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FINANCIAL





British Columbia  
Securities Commission

**QUARTERLY AND YEAR END REPORT**  
**BC FORM 51-901F (previously Form 61)**

**Freedom of Information and Protection of Privacy Act:** The personal information requested on this form is collected under the authority of and used for the purpose of administering the Securities Act. Questions about the collection or use of this information can be directed to the Supervisor, Financial Reporting (604-899-6729), P.O. Box 10142, Pacific Centre, 701 West Georgia Street, Vancouver, BC V7Y 1L2. Toll Free in British Columbia 1-800-373-6393.

INCORPORATED AS PART OF:

☒ Schedule A  
☐ Schedules B and C

ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
Dentonia Resources Ltd.	May 31, 2002	02/07/22

ISSUER'S ADDRESS

100-853 Richards Street

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
Vancouver	BC	V6B 3B4	1-604-682-1144	1-604-682-1141
CONTACT PERSON		CONTACT'S POSITION		CONTACT TELEPHONE NO.
Mr. Adolf Petancic		President		1-604-682-1141
CONTACT EMAIL ADDRESS			WEB SITE ADDRESS	
dentonia@telus.net			<a href="http://www.dentonia.com">http://www.dentonia.com</a>	

CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Adolf A. Petancic"	Adolf A. Petancic	02/07/22
DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"H. Martyn Fowlds"	H. Martyn Fowlds	02/07/22

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**DENTONIA RESOURCES LTD.**  
**FINANCIAL STATEMENTS**  
**FOR THE PERIODS ENDED**  
**MAY 31, 2002 AND 2001**  
(Unaudited - see Notice to Reader)

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MANNING ELLIOTT

CHARTERED ACCOUNTANTS

11th floor, 1050 West Pender Street, Vancouver, BC, Canada V6E 3S7

Phone: 604. 714. 3600 Fax: 604. 714. 3669 Web: manningelliott.com

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**NOTICE TO READER**

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We have compiled the balance sheet of Dentonia Resources Ltd. as at May 31, 2002 and the statements of operations and deficit, and cash flows for the periods then ended from information provided by management. We have not audited, reviewed or otherwise attempted to verify the accuracy or completeness of such information. Readers are cautioned that these statements may not be appropriate for their purposes.

*"Manning Elliott"*

CHARTERED ACCOUNTANTS

Vancouver, B.C.

July 19, 2002

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**DENTONIA RESOURCES LTD.****BALANCE SHEETS**

(Unaudited - see Notice to Reader)

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	As at May 31, 2002 \$	As at August 31, 2001 \$
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash	3,523	14,985
Accounts receivable	<u>132</u>	<u>380</u>
	3,655	15,365
<b>CAPITAL ASSETS (Note 5)</b>	4,906	5,928
<b>MINERAL PROPERTY (Note 4)</b>	<u>12,004</u>	<u>-</u>
	<u>20,565</u>	<u>21,293</u>
<b>LIABILITIES</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable and accrued liabilities	<u>2,712</u>	<u>9,899</u>
<b>SHAREHOLDERS' EQUITY</b>		
<b>CAPITAL STOCK (Note 6)</b>	7,163,820	7,056,320
<b>SUBSCRIPTION RECEIVED</b>	-	30,000
<b>DEFICIT</b>	<u>(7,145,967)</u>	<u>(7,074,926)</u>
	<u>17,853</u>	<u>11,394</u>
	<u>20,565</u>	<u>21,293</u>

APPROVED BY THE BOARD

"Adolf A. Petancic" Director

"H. Martyn Fowlds" Director

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**DENTONIA RESOURCES LTD.****STATEMENTS OF OPERATIONS AND DEFICIT****FOR THE PERIODS ENDED MAY 31, 2002 AND 2001****(Unaudited - see Notice to Reader)**

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	Three Months Ended May 31,		Nine Months Ended May 31,	
	2002	2001	2002	2001
	\$	\$	\$	\$
<b>GENERAL EXPENSES</b>				
Accounting and legal	274	-	2,580	990
Amortization	341	450	1,023	1,349
Bank charges and interest	35	29	87	105
Exchange loss (gain)	38	-	38	32
Management fees	4,000	-	4,000	-
Office and miscellaneous	1,024	903	4,818	4,714
Rent	-	2,274	-	7,898
Shareholder relations	3,291	935	10,661	11,997
Telephone and communications	529	796	1,635	1,835
Transfer agent and filing fees	2,842	1,952	8,844	6,460
Wages and benefits	8,438	19,708	39,073	61,123
	<u>20,812</u>	<u>27,047</u>	<u>72,759</u>	<u>96,503</u>
<b>OTHER INCOME (EXPENSES)</b>				
Expense recoveries	1,144	2,868	1,718	3,772
Equity investment losses	-	(1,000)	-	(18,155)
Interest	-	770	-	2,242
	<u>1,144</u>	<u>2,638</u>	<u>1,718</u>	<u>(12,141)</u>
NET LOSS FOR THE PERIOD	(19,668)	(24,409)	(71,041)	(108,644)
DEFICIT - BEGINNING OF PERIOD	<u>(7,126,299)</u>	<u>(7,015,796)</u>	<u>(7,074,926)</u>	<u>(6,931,561)</u>
DEFICIT - END OF PERIOD	<u><u>(7,145,967)</u></u>	<u><u>(7,040,205)</u></u>	<u><u>(7,145,967)</u></u>	<u><u>(7,040,205)</u></u>
<b>LOSS PER SHARE</b>				
	<u>(0.01)</u>	<u>(0.01)</u>	<u>(0.01)</u>	<u>(0.01)</u>

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**DENTONIA RESOURCES LTD.****STATEMENTS OF CASH FLOWS****FOR THE PERIODS ENDED MAY 31, 2002 AND 2001****(Unaudited - see Notice to Reader)**

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	Three Months Ended May 31,		Nine Months Ended May 31,	
	2002	2001	2002	2001
	\$	\$	\$	\$
CASH FROM (USED IN):				
OPERATING ACTIVITIES				
Net loss for the period	(19,668)	(24,409)	(71,041)	(108,644)
Items not involving cash				
Amortization	341	450	1,023	1,349
Equity investment losses	-	1,000	-	18,155
	(19,327)	(22,959)	(70,018)	(89,140)
Change in non-cash working capital items	5,431	83	(18,944)	(1,045)
	<u>(13,896)</u>	<u>(22,876)</u>	<u>(88,962)</u>	<u>(90,185)</u>
FINANCING ACTIVITY				
Capital stock issued	-	12,750	77,500	12,750
INVESTING ACTIVITY				
Increase in investments and advances	-	(1,000)	-	(18,155)
DECREASE IN CASH	(13,896)	(11,126)	(11,462)	(95,590)
CASH - BEGINNING OF PERIOD	17,419	25,085	14,985	109,549
CASH - END OF PERIOD	<u>3,523</u>	<u>13,959</u>	<u>3,523</u>	<u>13,959</u>

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**DENTONIA RESOURCES LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIODS ENDED MAY 31, 2002**  
(Unaudited - see Notice to Reader)

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**1. NATURE OF OPERATIONS**

The Company is in the business of acquiring and exploring mineral properties. There has been no determination whether properties held contain mineral reserves which are economically recoverable.

The recoverability of valuations assigned to mineral properties is dependent upon the discovery of economically recoverable reserves, the ability to obtain necessary financing to complete development, and future profitable production or proceeds from disposition.

**2. SIGNIFICANT ACCOUNTING POLICIES**

These financial statements have been prepared on the assumption that the Company is a going concern. The ability of the Company to continue as a going concern is dependent on its ability to obtain necessary financing to discharge its liabilities as they become due, and upon attaining future profitable operations.

Because a precise determination of certain assets and liabilities is dependent on future events, the preparation of the financial statements involves the use of estimates based on careful judgement and actual results may differ from such estimates.

These financial statements have, in management's opinion, been prepared within reasonable limits of materiality using the significant accounting policies noted below:

a) Investments

The investment in DHK Resources Ltd. is recorded using the equity method of accounting.

b) Capital assets

Capital assets are stated at cost less accumulated amortization, which is recorded over the useful lives of the assets on the declining balance basis at the following annual rates:

Computer	30%
Furniture and fixtures	20%

c) Mineral properties

Costs relating to the acquisition and exploration of mineral properties are deferred until the properties are placed into commercial production, sold, or abandoned. These costs are to be amortized over the estimated useful life of the property following commencement of production, or written off as properties are sold or abandoned.

d) Foreign currency translation

Transactions and balances in currencies other than the Canadian dollar are translated using the temporal method. Accordingly revenue, expenses and non-monetary balances are translated at the rate of exchange prevailing at the transaction dates, and monetary balances are translated at the rate prevailing at the balance sheet date with resulting exchange gains and losses being included in the determination of income.

e) Loss per share

The loss per share is calculated on the weighted average of shares outstanding during the period.

f) Fair market value of financial instruments

The carrying value of cash, accounts receivable and accounts payable approximate fair market value because of the short maturity of those instruments.



**DENTONIA RESOURCES LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIODS ENDED MAY 31, 2002**  
(Unaudited - see Notice to Reader)

2. SIGNIFICANT ACCOUNTING POLICIES (continued)

g) Interim Financial Statements

These interim unaudited financial statements have been prepared on the same basis as the annual financial statements and, in the opinion of management reflect all normal recurring adjustments necessary to present fairly the Company's financial position, results of operations and cash flows for the periods shown. The results of operations for such periods are not necessarily indicative of the results expected for a full year or for any future period.

3. INVESTMENTS AND ADVANCES

The Company owns a one-third interest in DHK Resources Ltd. ("DHK"), a Northwest Territories corporation which has various interests in potentially diamond bearing mineral claims in the Lac de Gras area of the Northwest Territories.

The investment has been written down to nil as a result of recognizing the proportionate share of the losses of DHK.

4. MINERAL PROPERTY

The costs capitalized relate to the Company's 75% interest in 11 claims in the Lac de Gras area, North West Territories.

5. CAPITAL ASSETS

	Cost \$	Accumulated Amortization \$	2002 Net Book Value \$	2001 Net Book Value \$
Computer	16,920	15,548	1,372	1,771
Furniture and fixtures	<u>23,245</u>	<u>19,711</u>	<u>3,534</u>	<u>4,157</u>
	<u>40,165</u>	<u>35,259</u>	<u>4,906</u>	<u>5,928</u>

6. CAPITAL STOCK

Authorized:

100,000,000	Common shares without par value
10,000,000	Class A preferred shares without par value

Issued:

	#	\$
August 31, 2000	13,074,708	7,043,570
Warrants exercised	<u>75,000</u>	<u>12,750</u>
August 31, 2001	13,149,708	7,056,320
Warrants exercised	150,000	15,000
Shares issued for subscriptions received	300,000	30,000
Private placement	<u>1,250,000</u>	<u>62,500</u>
May 31, 2002	<u>14,849,708</u>	<u>7,163,820</u>

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**DENTONIA RESOURCES LTD.**  
**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE PERIODS ENDED MAY 31, 2002**  
(Unaudited - see Notice to Reader)

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6. CAPITAL STOCK (continued)

Options and warrants:

Options have been granted and are exercisable in whole or in part until December 10, 2002 allowing the holders to purchase a maximum of 1,195,000 common shares at \$0.30 per share.

Warrants have been granted and are exercisable in whole or in part until expiry allowing the holders to purchase a maximum of 1,725,000 common shares at prices ranging from \$0.10 to \$0.25 per share. Expiry dates range from March 27, 2002 to August 8, 2003.

7. RELATED PARTY TRANSACTIONS

Included in the determination of net loss for the period are salaries to a director recorded at their exchange amounts of \$16,250 (2000 - \$21,000).

8. LOSSES CARRIED FORWARD

The Company has approximately \$1,783,000 in non-capital losses which can be applied to reduce future taxable income, expiring as follows:

	\$
2002	393,000
2003	308,000
2004	373,000
2005	242,000
2006	201,000
2007	144,000
2008	122,000

Cumulative Canadian Development and Exploration Expenses of approximately \$1,751,000 are available to reduce future taxable income.

Net capital losses which can be applied to reduce future taxable gains amount to \$304,000.



British Columbia  
Securities Commission

# QUARTERLY AND YEAR END REPORT BC FORM 51-901F (previously Form 61)

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INCORPORATED AS PART OF:

           Schedule A

  X   Schedules B and C

## ISSUER DETAILS

NAME OF ISSUER	FOR QUARTER ENDED	DATE OF REPORT YY/MM/DD
Dentonia Resources Ltd.	May 31, 2002	02/07/22

## ISSUER'S ADDRESS

100-853 Richards Street

CITY	PROVINCE	POSTAL CODE	ISSUER FAX NO.	ISSUER TELEPHONE NO.
Vancouver	BC	V6B 3B4	1-604-682-1144	1-604-682-1141

CONTACT PERSON	CONTACT'S POSITION	CONTACT TELEPHONE NO.
Mr. Adolf Petancic	President	1-604-682-1141

CONTACT EMAIL ADDRESS	WEB SITE ADDRESS
dentonia@telus.net	<a href="http://www.dentonia.com">http://www.dentonia.com</a>

## CERTIFICATE

The three schedules required to complete this Report are attached and the disclosure contained therein has been approved by the Board of Directors. A copy of this Report will be provided to any shareholder who requests it.

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"Adolf A. Petancic"	Adolf A. Petancic	02/07/22

DIRECTOR'S SIGNATURE	PRINT FULL NAME	DATE SIGNED YY/MM/DD
"H. Martyn Fowlds"	H. Martyn Fowlds	02/07/22

# QUARTERLY AND YEAR END REPORT

BC FORM 51-901F (previously Form 61)

## DENTONIA RESOURCES LTD.

For the Nine Months ended May 31, 2002

### SCHEDULE B: SUPPLEMENTAL INFORMATION

1. See financial statements.
2. Non-arms length expenditures – fiscal year-to-date \$16,250

3.(a) Summary of securities issued: 3<sup>rd</sup> Quarter – Nil

Date of Issue	Type of Securities	Type of Issue	Number	Price	Total Proceed

3.(b) Options Granted: 3<sup>rd</sup> Quarter – Nil

Date of Issue	Type of Securities	Type of Issue	Number	Price	Total Proceed

- 4.(a) **Authorized Capital:**
- 100,000,000 common shares without par value
  - 10,000,000 Class A preferred shares without par value

4.(b) **Issued and outstanding shares:** 14,849,708

- 4.(c) **Options Outstanding:** directors, officers and employees stock options outstanding were as follows:

Name	No. Of Shares	Exercise Price*	Expiration Date
Adolf A. Petancic	400,000	0.30	December 10, 2002
Brian E. Weir	200,000	0.30	December 10, 2002
Gerald Carlson	100,000	0.30	December 10, 2002
H. Martyn Fowlds	200,000	0.30	December 10, 2002
Dorothy S.H. Chin	95,000	0.30	December 10, 2002
<b>TOTAL:</b>	<u>995,000</u>		

\* The Company has made an application to the TSX Venture Exchange to have the option exercise price reduced to \$0.10 per share.

**Warrants Outstanding:**

Number of Shares	Price	Expiry
150,000	\$0.10	on or before August 8, 2003
525,000	\$0.10	on or before February 1, 2003
<b>TOTAL:</b> <u>675,000</u>		

- 4.(d) No shares are held in escrow
5. The current directors and officers are:
- Adolf A. Petancic - Director and President
  - Martyn Fowlds - Director, Vice President, and Secretary
  - Gerald G. Carlson – Director
  - Brian Weir - Director

**QUARTERLY AND YEAR END REPORT**  
**BC FORM 51-901F (previously Form 61)**

**DENTONIA RESOURCES LTD. (the "Company")**  
***For the Nine Months ended May 31,2002***

***SCHEDULE C: MANAGEMENT DISCUSSION***

**GENERAL MATTERS, DESCRIPTION OF BUSINESS AND ANALYSES**

**Diamond Exploration, Lac De Gras, NWT and Other Matters**

In February 2002, the Company, on its own account, acquired 12 claims (the "TT Claims") within the WO block, 3 claims were lost to prior stakers, leaving 9 claims, some of these 9 claims were over-staked by 3<sup>rd</sup> parties, and the Company's acquisition was challenged under Section 49 of the "Canada Mining Regulations".

The Company has now been advised, per telephone, by the Mining Recorder that the challenges were rejected and consequently the Company has acquired these 9 claims. The interests in these 9 claims are currently held, the Company 75%, Aber Diamond Corporation (Aber) 15%, and SouthernEra Resources Ltd. (SouthernEra)10%.

The Company also has 1/3 equity stake in DHK Diamonds Inc. (DHK), which together with Archon Mineral Limited (Archon), Aber and SouthernEra have the following interest in the remaining claims within the WO block, DHK - 55%, Archon - 20%, Aber - 15%, SouthernEra - 10%, these claims are subject to 1% gross overriding royalty in favor of Kennecott Canada Exploration Inc. (Kennecott)

Additionally these 4 companies, DHK, Archon, Aber, and SouthernEra have entered into a farm-in agreement with BHP Diamonds Inc. (BHP) whereunder BHP flew the Falcon Gravity Gradiometer Survey (Falcon Survey) over part of the WO block, last fall, identifying 19 potential new kimberlites. These targets are in addition to the 8 known kimberlites, within the WO block.

The portion of DHK's cost of the Falcon Survey (total cost \$286,974), namely 55% or \$157,836 was paid by BHP and Archon and under the terms of this farm-in agreement, BHP can earn a 54.5% interest in these claims if and only if a new kimberlite is discovered and bulk tested with a minimum bulk sample of 200 tonnes.

The contributions to BHP interest will be provided, pro rata, by the remaining interest holders.

A Land Use Permit has been issued by the Mackenzie Valley Land and Water Board to drill test these 19 targets, this summer.

For more details of Falcon target WO-9, see Sketch I. This target is approximately 200m x 125m or 2.5 hectare in size and is located within 2,100m of the diamondiferous DO27 (Tli Kwi Cho) pipe, bulk sampled in 1994.

Drill hole 98DO29-06, to the south of this target, indicated on the Sketch 1, intersected a kimberlite dyke and a sample of 82.7kg returned 12 micro diamonds.

Delays in obtaining a final written agreement has somewhat postponed the beginning of the summer drill program, but it should commence shortly.

### **OPERATIONS, SOLVENCY, AND FINANCIAL CONDITIONS**

The Company's operation loss for the 9-month period was \$68,759. At May 31, 2002 the Company had a working capital of \$3,523.

The Company has no internal sources of fund and primarily depends on its ability to raise equity funds to continue its activities.

On July 4, 2002, 100,000 share purchase warrants, at \$0.10, were exercised providing the Company with \$10,000, however, further financing will be necessary in the near future.

The Company will be carried by Archon for the initial drill tests.

### **FINANCING AND SUBSEQUENT EVENT**

On July 16, 2002, the Company applied to TSX Venture Exchange to obtain approval to have the exercise price of 995,000 outstanding and existing stock options reduced from \$0.30 per share to \$0.10 per share.

A decrease in the exercise price was authorized at the Company's Annual Shareholders' Meeting on December 19, 2001.

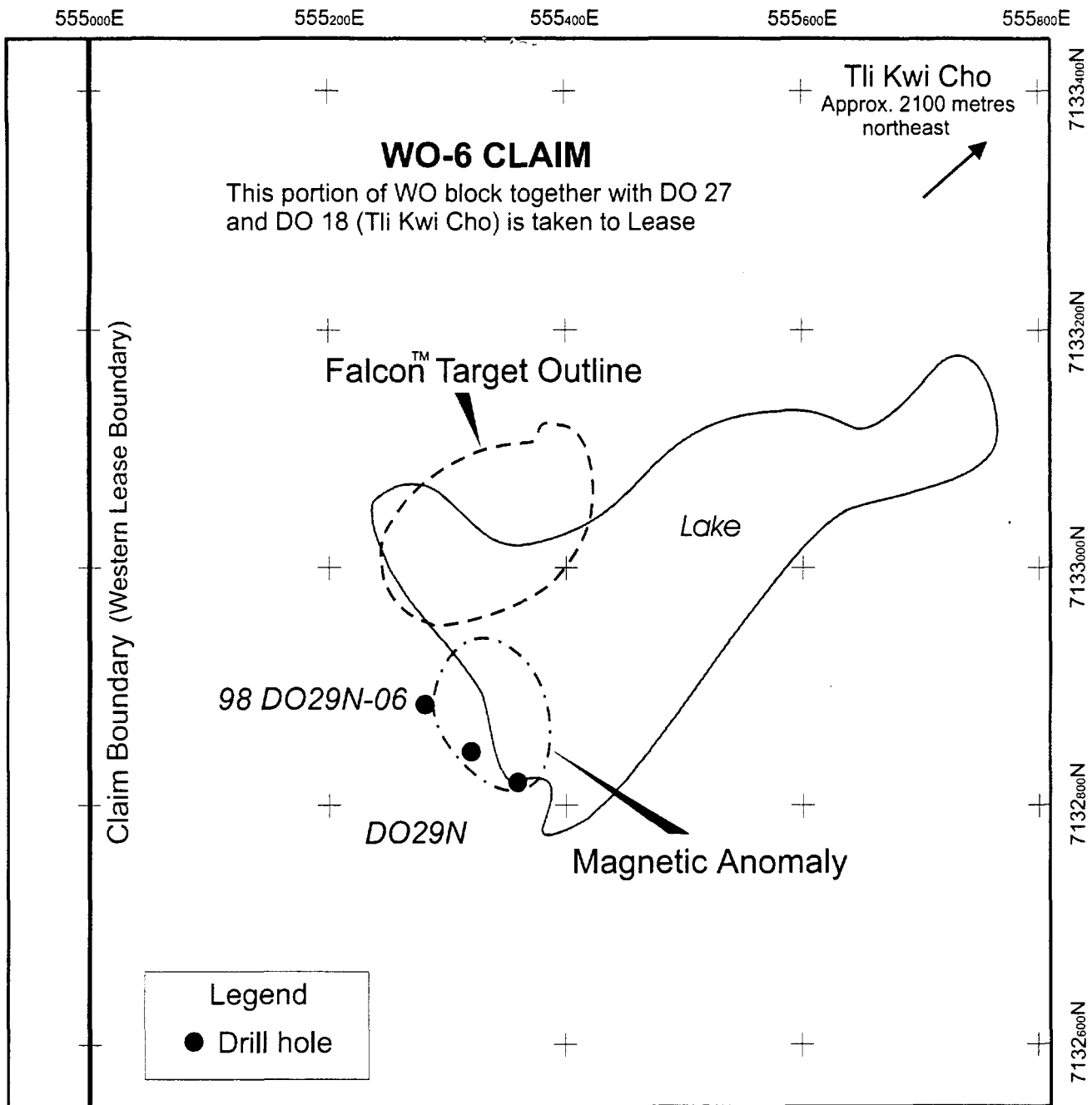
### **INVESTOR RELATIONS**

No particular investor relations activities were undertaken by the Company during the period under review except, when necessary, dissemination of press releases and exploration reviews to the media, interested shareholders, investors, and brokers.

### **FURTHER INFORMATION**

For press releases and other up-dated information, please contact the Company either by phone, fax, e-mail at [dentionia@telus.net](mailto:dentionia@telus.net), or refer to the SEDAR website [www.sedar.com](http://www.sedar.com) or Stockhouse website [www.stockhouse.ca](http://www.stockhouse.ca).

# SKETCH 1



**DHK DIAMONDS INC.**

**WO-9 (PRIORITY 1)**

(553310E, 7133040N)

**POSSIBLE NON MAGNETIC LOBE OF DO29N**

**WO BLOCK**

NORTHWEST TERRITORIES

